

United States Bankruptcy Court Northern District of New York				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): <b>Starfire Systems, Inc.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>14-1712028</b>			Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):		
Street Address of Debtor (No. & Street, City, and State): <b>Malta Commons Business Park 100 Saratoga Village Boulevard, Suite 20 Malta, NY 12020</b>			Street Address of Joint Debtor (No. & Street, City, and State):		
ZIP CODE <b>12020-0000</b>			ZIP CODE		
County of Residence or of the Principal Place of Business: <b>Saratoga</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP CODE			ZIP CODE		
Location of Principal Assets of Business Debtor (if different from street address above):					
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Debts</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Starfire Systems, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:    - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ <div style="display: flex; justify-content: space-between;"> <span>Signature of Attorney for Debtor(s)</span> <span>Date</span> </div>	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> <i>Check all applicable boxes.</i>  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="margin-left: 100px;">           _____            (Name of landlord that obtained judgment)         </div> <div style="margin-left: 100px;">           _____            (Address of landlord)         </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Starfire Systems, Inc.</b>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____          Signature of Debtor <b>Herb Armstrong</b></p> <p><b>X</b> _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (If not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p><b>X</b> _____          Signature of Foreign Representative</p> <p>_____          Printed Name of Foreign Representative</p> <p>_____          Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p><b>X</b> <u>/s/ Richard L. Weisz, Esq.</u>          Signature of Attorney for Debtor(s)  <b>Richard L. Weisz, Esq.</b>          Printed Name of Attorney for Debtor(s)  <b>Hodgson Russ LLP</b>          Firm Name  <b>677 Broadway, Suite 301</b>  <b>Albany, New York</b>          Address          Email: <b>rweisz@hodgsonruss.com</b></p> <p><u>(518) 465-2333</u>          Telephone Number  <b>August 12, 2009</b>          Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____          Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____          Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____          Address</p> <p><b>X</b> _____          Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.          The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> <u>/s/ Herb Armstrong</u>          Signature of Authorized Individual  <b>Herb Armstrong</b>          Printed Name of Authorized Individual  <b>Chief Executive Officer</b>          Title of Authorized Individual  <b>August 12, 2009</b>          Date</p>	

**CORPORATE RESOLUTION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**OF**

**STARFIRE SYSTEMS, INC.**

The undersigned, being the Board of Directors of **STARFIRE SYSTEMS, INC.** (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby adopt and give their consent to the following resolution:

WHEREAS, in consideration of the financial condition of the Corporation, it is

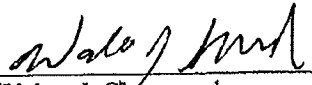
RESOLVED, that the Corporation must file a Chapter 11 Bankruptcy Petition and the Chief Executive Officers are hereby given authority to take action as necessary. Both **Herbert A. Armstrong** and **Walter J. Sherwood**, as the Corporation's Chief Executive Officers, shall execute the necessary petition and schedules, and that **Hodgson Russ LLP** be retained to represent the Corporation in the bankruptcy proceeding.

IN WITNESS THEREOF, the undersigned, being all of the Board of Directors, have each executed this Consent, effective this 31 day of July, 2009.

\_\_\_\_\_  
Peter A. Joseph

\_\_\_\_\_  
Chester J. Opalka

  
\_\_\_\_\_  
David C. Michaels

  
\_\_\_\_\_  
Walter J. Sherwood

**United States Bankruptcy Court  
Northern District of New York**

In re Starfire Systems, Inc.,  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**Exhibit "A" to Voluntary Petition**

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is \_\_\_\_\_.
2. The following financial data is the latest available information and refers to debtor's condition on \_\_\_\_\_.

a. Total assets	\$ <u>2,699,546.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>3,597,276.68</u>	
c. Debt securities held by more than 500 holders.		Approximate number of holders
secured / /    unsecured / /    subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / /    unsecured / /    subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / /    unsecured / /    subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / /    unsecured / /    subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / /    unsecured / /    subordinated / /	\$ <u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock	<u>0</u>	<u>0</u>
e. Number of shares of common stock	<u>0</u>	<u>0</u>

Comments, if any:

3. Brief description of debtor's business:  
Polymer to ceramic technology development for government and private sector companies
4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:  
Palladium Equity Partner III, L.P.

**United States Bankruptcy Court**  
**Northern District of New York**

In re Starfire Systems, Inc.

Debtor(s)

Case No. \_\_\_\_\_

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Albany-Colonie Regional Chamber of Commerce - Endowment Fund 1 Corporate Drive Albany, NY 12205	Albany-Colonie Regional Chamber of Commerce - Endowment Fund 1 Corporate Drive Albany, NY 12205 (518) 431-1400	Interest as of 8/11/09 will be \$26,174.15		100,000.00
Baker Assoc. 79674 Liga La Quinta, CA 92253	Baker Assoc. 79674 Liga La Quinta, CA 92253 (760) 777-8222			33,912.95
Brody, Stuart H. PO Box 127 Essex, NY 12936	Brody, Stuart H. PO Box 127 Essex, NY 12936 (518) 429-4283			40,000.00
Butler Rowland Mays Architects, LLP 57 West High Street Ballston Spa, NY 12020	Butler Rowland Mays Architects, LLP 57 West High Street Ballston Spa, NY 12020 (518) 885-1255			18,325.96
Carter, DeLuca, Farrell & Schmidt, LLP 445 Broad Hollow Road Melville, NY 11747	Carter, DeLuca, Farrell & Schmidt, LLP 445 Broad Hollow Road Melville, NY 11747 631-501-5700			66,943.00
Clariant LSM (Florida) 12580 Collection Center Drive Chicago, IL 60693	Clariant LSM (Florida) 12580 Collection Center Drive Chicago, IL 60693 (352)376-8246			19,404.00
Dr. Harold G. Beurich Friedrichstr. 8-10 Bruehl D-68782	Dr. Harold G. Beurich Friedrichstr. 8-10 Bruehl D-68782 49-90 06202-703766			39,000.00
Krauss Haug 24, Murr/Murr Allemagr, D71711 Germany	Krauss Haug 24, Murr/Murr Allemagr, D71711 Germany 49-7144-809920	Note: Euro Amount, not U.S. Dollars		27,575.50

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Link Testing 43855 Plymouth Oaks Blvd Plymouth, MI 48170	Link Testing 43855 Plymouth Oaks Blvd Plymouth, MI 48170 (734) 453-0800			13,140.00
M S & E Resources, Inc. 31 Cortland Drive New Milford, CT 06776-5740	M S & E Resources, Inc. 31 Cortland Drive New Milford, CT 06776-5740 (860) 355-8031			10,512.44
Nova Molecular Technologies P.O. Box 1451 Milwaukee, WI 53201-1451	Nova Molecular Technologies P.O. Box 1451 Milwaukee, WI 53201-14 (608) 754-6682			8,880.00
Paratus Technology Solutions Eric Hall Austin, TX 78701	Paratus Technology Solutions Eric Hall Austin, TX 78701 liwhalen@hotmail.com			73,600.00
Physical Sciences 20 New England Business Center Andover, MA 01810-1077	Physical Sciences 20 New England Business Center Andover, MA 01810-1077 (978) 689-0003			30,000.00
Southwest Research Inst. P.O. Box 841671 Dallas, TX 75284-1671	Southwest Research Inst. P.O. Box 841671 Dallas, TX 75284-1671 (210) 522-5089			129,687.62
Syracuse University Bursar Operations Syracuse, NY 13244-1140	Syracuse University Bursar Operations Syracuse, NY 13244-1140 (315) 443-6000			30,191.70
The Research Foundation of SUNY Attention: Cash Receipts Dept. Albany, NY 12201-0909	The Research Foundation of SUNY Attention: Cash Receipts Dept. Albany, NY 12201-0909 (518) 437-3888			10,010.85
Troy Boiler Works, Inc. 2800 Seventh Avenue Troy, NY 12180-1587	Troy Boiler Works, Inc. 2800 Seventh Avenue Troy, NY 12180-1587 (518) 274-2650			10,613.33
United Step I, LLC 300 Jordan Road Troy, NY 12180	United Step I, LLC 300 Jordan Road Troy, NY 12180 (518) 687-7305		Disputed	355,622.04

In re Starfire Systems, Inc.  
Debtor(s)

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Washington Alliance Group, Inc. 923 Fifteenth Street N.W. Washington, DC 20005	Washington Alliance Group, Inc. 923 Fifteenth Street N.W. Washington, DC 20005 (425) 889-4106			38,000.00
Whiteman Osterman & Hanna One Commerce Plaza Albany, NY 12260	Whiteman Osterman & Hanna One Commerce Plaza Albany, NY 12260 (518) 487-7600			41,443.12



In re Starfire Systems, Inc.

Debtor(s)

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date August 12, 2009

Signature /s/ Herb Armstrong  
Herb Armstrong  
Chief Executive Officer

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK**

In re Starfire Systems, Inc. ,

Debtor

Case No.

Chapter 11

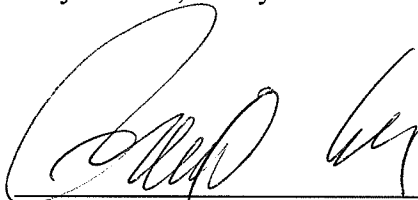
Social Security No(s). and all Employer's Tax Identification No(s). *[if any]*  
14-1712028

**CERTIFICATION OF MAILING MATRIX**

20 LARGEST UNSECURED CREDITORS

I, (we), Richard L. Weisz, Esq., the attorney for the debtor/petitioner (or, if appropriate, the debtor(s) or petitioner(s)) hereby certify under the penalties of perjury that the above/attached mailing matrix has been compared to and contains the names, addresses and zip codes of all persons and entities, as they appear on the schedules of liabilities/list of creditors/list of equity security holders, or any amendment thereto filed herewith.

Dated: August 12, 2009



Richard L. Weisz, Esq.  
Hodgson Russ LLP  
Attorneys for Debtor/Petitioner  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

Albany-Colonie Regional Chamber  
of Commerce - Endowment Fund  
1 Corporate Drive  
Albany, NY 12205

Baker Assoc.  
79674 Liga  
La Quinta, CA 92253

Brody, Stuart H.  
PO Box 127  
Essex, NY 12936

Butler Rowland Mays Architects, LLP  
57 West High Street  
Ballston Spa, NY 12020

Carter, DeLuca, Farrell & Schmidt, LLP  
445 Broad Hollow Road  
Melville, NY 11747

Clariant LSM (Florida)  
12580 Collection Center Drive  
Chicago, IL 60693

Dr. Harold G. Beurich  
Friedrichstr. 8-10  
Bruehl D-68782

Krauss  
Haug 24, Murr/Murr  
Allemagr, D71711  
Germany

Link Testing  
43855 Plymouth Oaks Blvd  
Plymouth, MI 48170

M S & E Resources, Inc.  
31 Cortland Drive  
New Milford, CT 06776-5740

Nova Molecular Technologies  
P.O. Box 1451  
Milwaukee, WI 53201-1451

Paratus Technology Solutions  
Eric Hall  
Austin, TX 78701

Physical Sciences  
20 New England Business Center  
Andover, MA 01810-1077

Southwest Research Inst.  
P.O. Box 841671  
Dallas, TX 75284-1671

Syracuse University  
Bursar Operations  
Syracuse, NY 13244-1140

The Research Foundation of SUNY  
Attention: Cash Receipts Dept.  
Albany, NY 12201-0909

Troy Boiler Works, Inc.  
2800 Seventh Avenue  
Troy, NY 12180-1587

United Step I, LLC  
300 Jordan Road  
Troy, NY 12180

Washington Alliance Group, Inc.  
923 Fifteenth Street N.W.  
Washington, DC 20005

Whiteman Osterman & Hanna  
One Commerce Plaza  
Albany, NY 12260

**United States Bankruptcy Court**  
**Northern District of New York**

In re Starfire Systems, Inc.

Debtor(s)

Case No. \_\_\_\_\_

Chapter

11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$0.00		
B - Personal Property	Yes	6	\$2,699,546.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		\$2,425,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	12		\$1,172,276.68	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			\$N/A
J - Current Expenditures of Individual Debtor(s)	No	0			\$N/A
<b>TOTAL</b>		24	\$2,699,546.00	\$3,597,276.68	

In re      Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	-----------------------------------------	------------------------------------	--------------------------------------------------------------------------------------------------	-------------------------

None

In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		(at Debtor's Office)	-	95.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		HSBC Bank, Route 7, Troy, NY (Brunswick Branch) - Checking Account	-	138,546.00
		HSBC Bank, Route 7, Troy, NY (Brunswick Branch) - Savings Account	-	5,862.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Malta Commons Business Park	-	2,400.00
		NYSERDA	-	7,853.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > 154,756.00  
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		(as of August 12, 2009)	-	170,859.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > 170,859.00  
(Total of this page)

Sheet 1 of 2 continuation sheets attached  
to the Schedule of Personal Property



In re Starfire Systems, Inc.,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.		See schedule annexed hereto; value is book value (estimated fair market value)	-	875,000.00
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2006 Yamaha Motorcycle - used for testing purposes (not registered); value at book value	-	2,928.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		See Schedule annexed hereto; value is book value -- June 30, 2009	-	160,095.00
29. Machinery, fixtures, equipment, and supplies used in business.		See Schedule annexed hereto; value is book value -- June 30, 2009	-	1,260,000.00
30. Inventory.		(as of July 31, 2009)	-	75,907.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Stock Option/Promissory Note from Officer	-	1.00

Sub-Total > 2,373,931.00  
(Total of this page)

Total > 2,699,546.00

(Report also on Summary of Schedules)

Sheet 2 of 2 continuation sheets attached  
to the Schedule of Personal Property

# Description

Original SMP-10  
 Diesel Particulate Filter #1  
 CVD-2000 (formerly SP2000)  
 DPF #2  
 DPF #1- Europe  
 Next Generation Matrix  
 Fiber Coatings  
 Fiber Coatings - CIP  
 Fiber Coatings - Europe  
 Me-H Siloxane Fluid  
 Cyclic Silanes  
 Dual Starblade Design  
 Polyamics  
 CaDimensions Software  
 Fire Proof Lock Box @ 10 Hermes (for Fire Dept)  
 Dell Optiplex GX300  
 Office Cubicle Panels  
 LAN installation  
 Fire proof File Cabinet  
 Xerox Scanner w/sftwr (front office)  
 Booth displays and Banners from Blass  
 Cubicles for Marketing office (2)  
 8 Portable Phones  
 MLX - 16 phones  
 4 Dell laptops  
 NAS Server, Seagate 500 gb HD - P:\  
 Quickbooks Financial Software  
 Conference Room Table  
 19 Black Office Chairs  
 48 cubicles & 12 filing cabinets  
 Phone & Computer Lines @ 107 Hermes  
 Document Scanner  
 Router w/ 8x5xNDB  
 Wiped Film Still  
 2L Flask  
 Stirrer  
 1/4 HP Stirrer  
 1-50L Pyrex Tanks, etc. (workup)  
 1-50L Pyrex Tanks, etc. (workup)  
 Glycol Cooling System w/pump  
 Eye Wash Station  
 Maxima Vacuum Pump  
 Unistrut frames/doors in Polymer lab  
 Grignard/reduction transfer pumps  
 Reactor feed pumps (2)  
 50L reactors (1)  
 50L reactors (1)  
 Glass body for wiped film evaporator  
 Centrifugal pumps (2)  
 Stirrer motor  
 Winch operated lift (walky-stacky)  
 Vacuum impregnator  
 Downdraft Table & wiring  
 Diaphragm Pump system  
 Brookfield Viscometer  
 Ro-tap Sieve/shaker  
 Sweco Separator unit  
 Stainless steel 3-door Freezer  
 Scotsman 850 lb Ice flaker

Description

Shed for drum storage - THF Shed  
4 drum spill containment pallet  
Storage units for polymer/prod  
Pallet racks  
Mobile shelving unit  
4 drum Denios Hazmat storage unit  
72L Flask w/clamp  
Abbe jar roller  
QVF glass nutsche filter  
72-drum Denios Hazmat storage locker  
25kg Ohaus scale  
Solvent Pumping  
BR-MMPP4302 Glycol Power Pack Cooler  
Waters - 717 Analytical Equipment  
DMPCS Tubing  
DMPCS Tubing Additions  
AMRI Fine Chemical Trailer  
Radio System  
Scrubber  
Cooling Tower  
Masterflex Hazmat Duty Drive  
Welch high vacuum pump in DMPCS trailer  
Fume Hood  
Chiller (1 of 3)  
2 Buchi Reactors  
Gas Chromatograph  
Absolute Pressure Gauge  
50gal Pfaudler Reactor (1 of 3)  
Methoxylation Scale  
Pump  
Pump  
Pump  
Shed - HCL  
Waste Tank  
20gal Pfaudler Reactor  
Wilden Pump  
Welch DuoSeal Pump  
Modular room for Brake production  
CNC Lathe  
Intelli switch & manifold for N2  
200 Series Rotor Molds  
LS-02 Tabletop  
Airscan/C-Scan  
Hydraulic Clicker Die  
CNC Lathe Aluminum Pie Jaw  
Silicone Rubber Press Pad  
Chlorine Regulator  
Regulator  
72L Roundbottom Flask  
Brookfield Viscometer  
Kiln & Controller  
Chart Recorder  
Barstead Thermolyne Still  
Data Acquisition System  
Temp Controller  
Integrator for GC  
Wafer Boat Mold  
Rebuilt Brembo Caliper  
VC (Haverhill) Furnace

Description

2 kilns (crockpot & scarfcase)  
 Chemistry Software  
 Graphite rod fixture for heat treat in Thomas  
 2 kilns (crockpots) w/ lids and retorts  
 Lab scale  
 Zirconia ball mill media  
 16" Single Doctor Blade assembly  
 Aluminum topped Hotplate - Nuova  
 Flow switches for Count furnace  
 Micro T100 Turbidimeter  
 PH meter with electrode  
 2 kilns (crockpots 4 & 5)  
 Zirconia ball mill media  
 Measurelink Software  
 Tap Breeze analytical software  
 Ebara pump for Thomas (VC furnace)  
 Lab Flow Hoods (6' Flash Benchtop Fume)  
 L&L Liberty Bell Kiln  
 PHI Warm Press  
 Ansys Software used with FEA Software  
 JK 702H Lumonics Laser - at PSI  
 Portable Chiller - at PSI  
 5x5x5 Coordinate Measuring Machine (CMM)  
 Linear Voltage Displacement Transducer (LVDT)  
 Ohaus Adventure Pro Lab Equipment  
 Maxima dry vacuum pump (Fisher Scientific)  
 2006 Yamaha YZF-R1 Motorcycle  
 Dynamometer First Installment  
 LVDV-I Prime Viscometer, small sample adaptor  
 Autoclave Infiltration Chamber  
 Nicolet Spectrometer  
 Corvette Rotor Mold  
 Molding Compound Mold  
 Roof Blowers 5000 CFM - Polymer lab - 10 Hermes  
 Plumbing Matl & Labor - Polymer lab - 10 Hermes  
 Electrical Labor - Polymer lab - 10 Hermes  
 Critical Airflow Systems \* - AML 88.3%, 11.7% Polymers - 10 Hermes  
 Exhaust Fan - Polymer Only - 10 Hermes  
 Electrical Fitup for Scrubber, Waste Tank, & Chiller - 10 Hermes  
 Electrical Fitup to feed subpanel - 10 Hermes  
 Electrical work for DMPCS Trailer - 10 Hermes  
 Roof Exhaust for OEM Press - 10 Hermes  
 NYS OGS Permits on 107 Hermes  
 Scrubber Ventilation - 10 Hermes  
 Electrical work to connect kilns - 10 Hermes  
 Blower & Duct for Kilns - 10 Hermes  
 New Polymer Electrical - 10 Hermes  
 Piping for Waste Tank - 10 Hermes  
 Analytical Lab - 107 Hermes  
 Architectural Services - 107 Hermes  
 Cooling Tower  
 Vacuum Furnace Shell @ Troy Boiler (Open PO \$18,920 - paid \$10,616.33, balance remaining \$)  
 Workup Tank

In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			Lien on all Assets					
Counter Point Ventures Fund, LP 3000 Troy-Schenectady Road Schenectady, NY 12309		-	Interest as of 8/11/09 will be \$3224.49					
			Value \$ 2,700,000.00				50,000.00	0.00
Account No.			Lien on all Assets					
Henry MacDonald 3 Beacon Hill Drive Saratoga Springs, NY 12866		-	Interest as of 8/11/09 will be \$1572.48					
			Value \$ 2,700,000.00				50,000.00	Unknown
Account No.			Lien on all Assets					
HSBC Bank f/k/a Marine Midland Bank 1 Marine Midland Center 18th Floor Buffalo, NY 14203		-						
			Value \$ 2,700,000.00				50,000.00	0.00
Account No.			Lien on all Assets					
James Gibson 58 Lyons Place Basking Ridge, NJ 07920-1914		-	Interest as of 8/11/09 will be \$6449.04					
			Value \$ 2,700,000.00				100,000.00	0.00
Subtotal (Total of this page)							250,000.00	0.00

1 continuation sheets attached

In re Starfire Systems, Inc.,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.			Lien on all Assets					
K.W. Broekhuizen Fernwood, 310 Miner Road Porter Corners, NY 12859	-		Interest as of 8/11/09 will be \$1447.42					
			Value \$ 2,700,000.00				25,000.00	0.00
Account No.			Lien on all Assets					
Opalka Family Investment Partners, LP 6 Heather Ridge Averill Park, NY 12018	-		Interest as of 8/11/09 will be \$3,190.39					
			Value \$ 2,700,000.00				50,000.00	0.00
Account No.			Lien on all Assets					
Palladium Equity Partner III, L.P. 1270 Avenue of the Americas Suite 2200 New York, NY 10020	-		Interest as of 8/11/09 will be \$140,071.12					
			Value \$ 2,700,000.00				2,000,000.00	Unknown
Account No.			Lien on all Assets					
Philip Gross 8 Pellington Court Pine Brook, NJ 07058	-		Interest as of 8/11/09 will be \$4836.76					
			Value \$ 2,700,000.00				75,000.00	0.00
Account No.			Lien on all Assets					
Richard Saburro 163 Circular Street Saratoga Springs, NY 12866-2301	-		Interest as of 8/11/09 will be \$1612.27					
			Value \$ 2,700,000.00				25,000.00	0.00
Subtotal (Total of this page)							2,175,000.00	0.00
Total (Report on Summary of Schedules)							2,425,000.00	0.00

Sheet 1 of 1 continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Starfire Systems, Inc.,  
Debtor

Case No. \_\_\_\_\_

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Adirondack 2-Way Radio Inc. P.O. Box 1366 South Glens Falls, NY 12803		-				111.22
Account No.						
Albany-Colonie Regional Chamber of Commerce - Endowment Fund 1 Corporate Drive Albany, NY 12205		-				100,000.00
Account No. A965748						
Arnoff Moving and Storage of Albany, Inc 7 Tivoli Street Albany, NY 12207		-				6,752.50
Account No.						
Baker Assoc. 79674 Liga La Quinta, CA 92253		-				33,912.95
Subtotal (Total of this page)						140,776.67

11 continuation sheets attached



In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Best Refrigeration & Ice Systems 40 Washington Road Schenectady, NY 12302	-					385.40
Account No.						
Blanchard Photography c/o Stanley Blanchard Schenectady, NY 12309-4228	-					951.75
Account No.						
Brody, Stuart H. PO Box 127 Essex, NY 12936	-					40,000.00
Account No.						
Butler Rowland Mays Architects, LLP 57 West High Street Ballston Spa, NY 12020	-					18,325.96
Account No. StarF01						
Cambridge Valley Machining 28 Perry La. Cambridge, NY 12816	-					2,182.79
Sheet no. <u>1</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						61,845.90

In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Carter, DeLuca, Farrell & Schmidt, LLP 445 Broad Hollow Road Melville, NY 11747	-					66,943.00
Account No.						
CFO Advisory Group, LLC 75 Troy Road East Greenbush, NY 12061	-					2,000.00
Account No.						
Clariant LSM (Florida) 12580 Collection Center Drive Chicago, IL 60693	-					19,404.00
Account No.						
CVD Diamond Corporation 2061 Piper Lane London, Ontario N5V 3S5	-					871.00
Account No.						
DFM Consulting, LLC 47-Meadowlawn Avenue Troy, NY 12180	-					3,175.52
Sheet no. <u>2</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						92,393.52

In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 50990						
Di-Coat Corporation 42900 W. Nine Mile Road Novi, MI 48375	-					1,326.90
Account No.						
Dr. Harold G. Beurich Friedrichstr. 8-10 Bruehl D-68782	-					39,000.00
Account No.						
Eastern Heating and Cooling 880 Broadway Albany, NY 12207	-		X		X	5,180.00
Account No.						
Elephant Racing 1043 Garland Avenue, Unit B San Jose, CA 95126	-					475.00
Account No. 380790						
Emerick Associates 1107 Loudon Road Cohoes, NY 12047	-					1,213.38
Sheet no. <u>3</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						47,195.28

In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
G&D Clarke Machinery Movers, Inc. 30 Sagendorf Lane Wynantskill, NY 12198	-					3,120.00
Account No.						
Global Composites, Inc. 5 McCrea Hill Road Ballston Spa, NY 12020-5511	-					4,136.16
Account No. 120942						
Goodwin Procter Exchange Place Boston, MA 02109	-					2,955.50
Account No. 307790-3032826						
Hiscock & Barclay, LLP 50 Beaver Street Albany, NY 12207-2830	-					2,421.00
Account No. Starfire						
J.W. Dynamics, Inc. 13423 1/2 Alondra Blvd. Santa Fe Springs, CA 90670	-					7,431.98
Sheet no. <u>4</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						Subtotal (Total of this page)
						20,064.64

In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 3144.04 - RW.144			Note: Euro Amount, not U.S. Dollars				
Krauss Haug 24, Murr/Murr Allemagr, D71711 Germany	-						27,575.50
Account No.							
Link Testing 43855 Plymouth Oaks Blvd Plymouth, MI 48170	-						13,140.00
Account No. Stasymal							
Littleford Day, Inc. Box Number 771022 Chicago, IL 60677-1000	-						500.00
Account No.							
M S & E Resources, Inc. 31 Cortland Drive New Milford, CT 06776-5740	-						10,512.44
Account No. Star							
M&P Lab 2210 Technology Drive Schenectady, NY 12301	-						239.00
Sheet no. <u>5</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							51,966.94

In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Northeast Ceramic Supply, Inc. 621 River Street Troy, NY 12180	-					104.73
Account No. 00-0000222						
Nova Molecular Technologies P.O. Box 1451 Milwaukee, WI 53201-1451	-					8,880.00
Account No.						
Office Furniture Express 19 Warehouse Row Albany, NY 12205	-					1,571.00
Account No. 616043						
Omega Engineering, Inc. P.O. Box 405369 Atlanta, GA 30384-5369	-					85.48
Account No.						
Paratus Technology Solutions Eric Hall Austin, TX 78701	-					73,600.00
Sheet no. <u>6</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						84,241.21

In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No. 0844160							
Performance Racing Industry 31706 South Coast Highway Laguna Beach, CA 92651	-						795.00
Account No.							
Physical Sciences 20 New England Business Center Andover, MA 01810-1077	-						30,000.00
Account No.							
Quality Material Inspection, Inc. 5442 Oceanus Drive Huntington Beach, CA 92649	-						610.70
Account No.							
Raloid Tool Co. Inc. PO Box 240 Stillwater, NY 12170	-						1,410.00
Account No.							
Ray Hodges 1664 Reflection Street San Marcos, CA 92078	-					X	3,000.00
Sheet no. <u>7</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							35,815.70

In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Savage Law Firm, P.C. P. O. Box 4130 Ballston Lake, NY 12019-1160	-						3,444.00
Account No. Starfire							
Snyder Engineering 216 Glen Drive Fultonville, NY 12072	-						1,365.00
Account No.							
Solvay Solexis Chicago, IL 60673-1234	-						615.00
Account No. 6547							
Source Research P.O. Box 7537 Clearwater, FL 33758-7537	-						245.87
Account No. G06300							
Southwest Research Inst. P.O. Box 841671 Dallas, TX 75284-1671	-						129,687.62
Sheet no. <u>8</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							135,357.49



In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
SPEC Consulting, LLC 16 Computer Drive West Albany, NY 12205	-					888.36
Account No.						
Syracuse University Bursar Operations Syracuse, NY 13244-1140	-					30,191.70
Account No. 43931						
The Research Foundation of SUNY Attention: Cash Receipts Dept. Albany, NY 12201-0909	-					10,010.85
Account No.						
Thielking Associates, LLC 4 Cayuga Court Averill Park, NY 12018	-					2,800.00
Account No. Starfire						
Troy Boiler Works, Inc. 2800 Seventh Avenue Troy, NY 12180-1587	-					10,613.33
Sheet no. <u>9</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						54,504.24

In re Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Troy Tool & Engineering 2784 6th Avenue Troy, NY 12180	-					2,900.00
Account No.						
Truman Solutions 4 Country Squire Court Saratoga Springs, NY 12866	-					637.50
Account No. 9218181						
TUV SUD America PO Box 350012 Boston, MA 02241-0512	-					3,223.43
Account No.						
United Step I, LLC 300 Jordan Road Troy, NY 12180	-				X	355,622.04
Account No. 538086-001						
Univar USA Inc. 13009 Collections Center Drive Chicago, IL 60693	-					6,075.00
Sheet no. <u>10</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						368,457.97

In re Starfire Systems, Inc.,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
Washington Alliance Group, Inc. 923 Fifteenth Street N.W. Washington, DC 20005	-					38,000.00
Account No.						
West Branch, Inc. 235 Daniels Road Saratoga Springs, NY 12866	-					214.00
Account No. 077896						
Whiteman Osterman & Hanna One Commerce Plaza Albany, NY 12260	-					41,443.12
Account No.						
Account No.						
Sheet no. <u>11</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)  Total (Report on Summary of Schedules)
						79,657.12
						1,172,276.68

In re      Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Lake View Outlets, Inc. 240 Clifton Corporate Parkway Clifton Park, NY 12065	Malta Commons Business Park - Office Space; August - December, 2009 at \$2,400.00.
NYSERDA Washington Avenue Extension Albany, NY 12205	110 Hermes Road, Malta, New York, 12020
United Step I, LLC c/o Earl Redding Esq. Roemer Wallens & Mineau, LLP 13 Columbia Circle Albany, NY 12203	107 Hermes Road, Malta, New York, 12020

In re      Starfire Systems, Inc.

Case No. \_\_\_\_\_

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☒ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
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**United States Bankruptcy Court**  
**Northern District of New York**

In re Starfire Systems, Inc.  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Chief Executive Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 26 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date August 12, 2009

Signature /s/ Herb Armstrong  
Herb Armstrong  
Chief Executive Officer

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

# United States Bankruptcy Court Northern District of New York

In re Starfire Systems, Inc.

Debtor(s)

Case No.

Chapter

11

## STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

### DEFINITIONS

**"In business."** A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

**"Insider."** The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

### 1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$4,479,341.00	2007
\$4,327,412.00	2008

### 2. Income other than from employment or operation of business

None

☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

### 3. Payments to creditors

None

**Complete a. or b., as appropriate, and c.**



a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
---------------------------------	----------------------	-------------	-----------------------

None



b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR (Check Register to be Supplied)	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS \$0.00	AMOUNT STILL OWING \$0.00
-----------------------------------------------------------------	------------------------------------	------------------------------------------------------	---------------------------------

None



c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
------------------------------------------------------------	-----------------	-------------	-----------------------

### 4. Suits and administrative proceedings, executions, garnishments and attachments

None



a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
United Step I, LLC v. Starfire Systems, Inc.; Index No. 00228992	Rent	New York State Supreme Court, County of Rensselaer	Pending

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---------------------------------------------------------------------	-----------------	--------------------------------------



### 5. Repossessions, foreclosures and returns

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
----------------------------------------	------------------------------------------------------------	-----------------------------------

### 6. Assignments and receiverships

None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------	------------------------------------------------	---------------	-----------------------------------

### 7. Gifts

None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
--------------------------------------------	--------------------------------	--------------	-------------------------------

### 8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	----------------------------------------------------------------------------------------------------------	--------------

### 9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Richard L. Weisz, Esq. Hodgson Russ LLP 677 Broadway, Suite 301 Albany, NY 12207	August 10, 2009	\$20,000.00 (for bankruptcy filing)

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Richard L. Weisz, Esq. Hodgson Russ LLP 677 Broadway, Suite 301 Albany, NY 12207	November 26, 2008	\$5,000.00 (for litigation and advice)
Richard L. Weisz, Esq. Hodgson Russ LLP 677 Broadway, Suite 301 Albany, NY 12207	July 6, 2009	\$3,039.10 (for litigation and advice)

#### 10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
None <input type="checkbox"/>	b. List all property transferred by the debtor within <b>ten years</b> immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.	

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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#### 11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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#### 12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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#### 13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
107 Hermes Road, Malta, NY 12020	N/A	September 1, 2008 - August 12, 2009

**16. Spouses and Former Spouses**

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18 . Nature, location and name of business**

None ☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME				

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, records and financial statements**

None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Karen Buresh Starfire Systems, Inc. Malta Commons Business Park 100 Saratoga Village Boulevard, Suite 20 Malta, NY 12020	Controller (Current)
David Michaels	Chief Financial Officer (Resigned September, 2008)

None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
UHY Advisors NY, Inc.	66 State Street Albany, NY 12207	2003 - Present

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME  
Karen Baresh, Controller

ADDRESS  
Starfire Systems, Inc.  
Malta Commons Business Park  
100 Saratoga Village Boulevard, Suite 20  
Ballston Spa, NY 12020

UHY Advisors NY, Inc.

66 State Street  
Albany, NY 12207

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS  
Palladium Equity Partner III, L.P.  
1270 Avenue of the Americas  
Suite 2200  
New York, NY 10020

DATE ISSUED

NYSERDA  
Washington Avenue Extension  
Albany, NY 12205

Counter Point Ventures Fund, L.P.  
3000 Troy-Schenectady Road  
Schenectady, NY 12309

Harris and Harris  
New York, NY

## 20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
July 31, 2009	Karen Buresh, Controller; Karen Veltman	\$75,907.00 (at Cost)

- None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
July 31, 2009	Starfire Systems, Inc. 107 Hermes Road Ballston Spa, NY 12020

## 21 . Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Philip Gross, Harry Shadler, Jim Ashman	Directors	

**22 . Former partners, officers, directors and shareholders**

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Philip Gross	Director	
Harry Schadler	Director	
Jim Ashman	Director	
David Michaels	Chief Financial Officer	Resigned September, 2008

**23 . Withdrawals from a partnership or distributions by a corporation**

None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
-----------------------------------------------------------	-----------------------------------	------------------------------------------------------------

**24. Tax Consolidation Group.**

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**25. Pension Funds.**

None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date <u>August 12, 2009</u>	Signature <u>/s/ Herb Armstrong</u>
	Herb Armstrong
	Chief Executive Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

**nited States Bankruptcy Court  
Northern District of New York**

In re Starfire Systems, Inc.  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$	_____*
Prior to the filing of this statement I have received	\$	_____
(including filing fee of \$1,039.00).....		<u>20,000.00</u>
Balance Due.....	\$	_____**

\* As Allowed by Court

\*\* To be Determined by Court

2. The source of the compensation paid to me was:  
☒ Debtor      ☐ Other (specify):
3. The source of compensation to be paid to me is:  
☒ Debtor      ☐ Other (specify):
4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.  
☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
  - b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
  - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
  - d. [Other provisions as needed]  
Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.
6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:  
Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: August 12, 2009

/s/ Richard L. Weisz  
Richard L. Weisz, Esq.  
Hodgson Russ LLP  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK**

In re Starfire Systems, Inc.

Debtor

Case No.

Chapter 11

Social Security No(s). and all Employer's Tax Identification No(s). *[if any]*  
14-1712028

**CERTIFICATION OF MAILING MATRIX**

I,(we), Richard L . Weisz, Esq., the attorney for the debtor/petitioner (or, if appropriate, the debtor(s) or petitioner(s)) hereby certify under the penalties of perjury that the above/attached mailing matrix has been compared to and contains the names, addresses and zip codes of all persons and entities, as they appear on the schedules of liabilities/list of creditors/list of equity security holders, or any amendment thereto filed herewith.

Dated: August 12, 2009

/s/ Richard L. Weisz

Richard L . Weisz, Esq.  
Hodgson Russ LLP  
Attorneys for Debtor/Petitioner  
677 Broadway, Suite 301  
Albany, New York 12207  
(518) 465-2333



Adirondack 2-Way Radio Inc.  
P.O. Box 1366  
South Glens Falls, NY 12803

Albany-Colonie Regional Chamber  
of Commerce - Endowment Fund  
1 Corporate Drive  
Albany, NY 12205

Arnoff Moving and Storage of Albany, Inc  
7 Tivoli Street  
Albany, NY 12207

Baker Assoc.  
79674 Liga  
La Quinta, CA 92253

Best Refrigeration & Ice Systems  
40 Washington Road  
Schenectady, NY 12302

Blanchard Photography  
c/o Stanley Blanchard  
Schenectady, NY 12309-4228

Brody, Stuart H.  
PO Box 127  
Essex, NY 12936

Butler Rowland Mays Architects, LLP  
57 West High Street  
Ballston Spa, NY 12020

Cambridge Valley Machining  
28 Perry La.  
Cambridge, NY 12816

Carter, DeLuca, Farrell & Schmidt, LLP  
445 Broad Hollow Road  
Melville, NY 11747

CFO Advisory Group, LLC  
75 Troy Road  
East Greenbush, NY 12061

Clariant LSM (Florida)  
12580 Collection Center Drive  
Chicago, IL 60693

Counter Point Ventures Fund, LP  
3000 Troy-Schenectady Road  
Schenectady, NY 12309

CVD Diamond Corporation  
2061 Piper Lane  
London, Ontario N5V 3S5

DFM Consulting, LLC  
47-Meadowlawn Avenue  
Troy, NY 12180

Di-Coat Corporation  
42900 W. Nine Mile Road  
Novi, MI 48375

Dr. Harold G. Beurich  
Friedrichstr. 8-10  
Bruehl D-68782

Eastern Heating and Cooling  
880 Broadway  
Albany, NY 12207

Elephant Racing  
1043 Garland Avenue, Unit B  
San Jose, CA 95126

Emerick Associates  
1107 Loudon Road  
Cohoes, NY 12047

G&D Clarke Machinery Movers, Inc.  
30 Sagendorf Lane  
Wynantskill, NY 12198

Global Composites, Inc.  
5 McCrea Hill Road  
Ballston Spa, NY 12020-5511

Goodwin Procter  
Exchange Place  
Boston, MA 02109

Henry MacDonald  
3 Beacon Hill Drive  
Saratoga Springs, NY 12866

Hiscock & Barclay, LLP  
50 Beaver Street  
Albany, NY 12207-2830

HSBC Bank f/k/a Marine Midland Bank  
1 Marine Midland Center  
18th Floor  
Buffalo, NY 14203

Internal Revenue Service  
Department of the Treasury  
Andover, MA 05501-0012

Internal Revenue Service  
Bankruptcy Insolvency Unit, 5th Floor  
Leo O'Brien Building, 1 Clinton Avenue  
Albany, NY 12207

J.W. Dynamics, Inc.  
13423 1/2 Alondra Blvd.  
Santa Fe Springs, CA 90670

James Gibson  
58 Lyons Place  
Basking Ridge, NJ 07920-1914

K.W. Broekhuizen  
Fernwood, 310 Miner Road  
Porter Corners, NY 12859

Kevin Purcell, Esq.  
Office of the United States Trustee  
74 Chapel Street  
Albany, NY 12207

Krauss  
Haug 24, Murr/Murr  
Allemagr, D71711  
Germany

Lake View Outlets, Inc.  
240 Clifton Corporate Parkway  
Clifton Park, NY 12065

Link Testing  
43855 Plymouth Oaks Blvd  
Plymouth, MI 48170

Littleford Day, Inc.  
Box Number 771022  
Chicago, IL 60677-1000

M S & E Resources, Inc.  
31 Cortland Drive  
New Milford, CT 06776-5740

M&P Lab  
2210 Technology Drive  
Schenectady, NY 12301

Northeast Ceramic Supply, Inc.  
621 River Street  
Troy, NY 12180

Nova Molecular Technologies  
P.O. Box 1451  
Milwaukee, WI 53201-1451

NYS Department of Taxation & Finance  
Attn: Bankruptcy Insolvency Unit  
P.O. Box 5300  
Albany, NY 12205-0300

NYSERDA  
Washington Avenue Extension  
Albany, NY 12205

Office Furniture Express  
19 Warehouse Row  
Albany, NY 12205

Omega Engineering, Inc.  
P.O. Box 405369  
Atlanta, GA 30384-5369

Opalka Family Investment Partners, LP  
6 Heather Ridge  
Averill Park, NY 12018

Palladium Equity Partner III, L.P.  
1270 Avenue of the Americas  
Suite 2200  
New York, NY 10020

Paratus Technology Solutions  
Eric Hall  
Austin, TX 78701

Performance Racing Industry  
31706 South Coast Highway  
Laguna Beach, CA 92651

Philip Gross  
8 Pellington Court  
Pine Brook, NJ 07058

Physical Sciences  
20 New England Business Center  
Andover, MA 01810-1077

Quality Material Inspection, Inc.  
5442 Oceanus Drive  
Huntington Beach, CA 92649

Raloid Tool Co. Inc.  
PO Box 240  
Stillwater, NY 12170

Ray Hodges  
1664 Reflection Street  
San Marcos, CA 92078

Richard L. Weisz, Esq.  
Hodgson Russ LLP  
677 Broadway, Suite 301  
Albany, NY 12207

Richard Saburro  
163 Circular Street  
Saratoga Springs, NY 12866-2301

Savage Law Firm, P.C.  
P. O. Box 4130  
Ballston Lake, NY 12019-1160

Snyder Engineering  
216 Glen Drive  
Fultonville, NY 12072

Solvay Solexis  
Chicago, IL 60673-1234

Source Research  
P.O. Box 7537  
Clearwater, FL 33758-7537

Southwest Research Inst.  
P.O. Box 841671  
Dallas, TX 75284-1671

SPEC Consulting, LLC  
16 Computer Drive West  
Albany, NY 12205

Syracuse University  
Bursar Operations  
Syracuse, NY 13244-1140

The Research Foundation of SUNY  
Attention: Cash Receipts Dept.  
Albany, NY 12201-0909

Thielking Associates, LLC  
4 Cayuga Court  
Averill Park, NY 12018

Troy Boiler Works, Inc.  
2800 Seventh Avenue  
Troy, NY 12180-1587

Troy Tool & Engineering  
2784 6th Avenue  
Troy, NY 12180

Truman Solutions  
4 Country Squire Court  
Saratoga Springs, NY 12866

TUV SUD America  
PO Box 350012  
Boston, MA 02241-0512

United States Attorney  
Northern District of New York  
P.O. Box 7198  
Syracuse, NY 13261-7187

United Step I, LLC  
300 Jordan Road  
Troy, NY 12180

United Step I, LLC c/o Earl Redding Esq.  
Roemer Wallens & Mineau, LLP  
13 Columbia Circle  
Albany, NY 12203

Univar USA Inc.  
13009 Collections Center Drive  
Chicago, IL 60693

Washington Alliance Group, Inc.  
923 Fifteenth Street N.W.  
Washington, DC 20005

West Branch, Inc.  
235 Daniels Road  
Saratoga Springs, NY 12866

Whiteman Osterman & Hanna  
One Commerce Plaza  
Albany, NY 12260

**United States Bankruptcy Court**  
**Northern District of New York**

In re Starfire Systems, Inc.

Debtor(s)

Case No. \_\_\_\_\_

Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Starfire Systems, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

\_\_\_\_\_  
Date: August 12, 2009

\_\_\_\_\_  
/s/ Richard L. Weisz

Richard L. Weisz, Esq.

Signature of Attorney or Litigant

Counsel for Starfire Systems, Inc.

\_\_\_\_\_  
Hodgson Russ LLP

677 Broadway, Suite 301

Albany, New York 12207

(518) 465-2333